

MEMORANDUM OF SURFACE USE AND DAMAGE AGREEMENT

Pursuant to the terms of that certain unrecorded Surface Use and Damage Agreement dated effective the 28th day of October, 2011 by and between the undersigned, and subject to the conditions set forth therein, Colorado Cattle Company LLC ("OWNER") with an address at 70008 WCR 132, New Raymer, CO. 80742, and Whiting Oil and Gas Corporation ("OPERATOR") with an address at 1700 Broadway, Suite 2300, Denver, Colorado 80290, agreed to the location of Wells and payment for damages to the surface of Land connected with the access to and the drilling, construction, completion, recompletion, reworking, re-entry, production, maintenance and operations of Wells and associated pipelines, tank batteries and other facilities or property of Operator associated with the wells and located on the following Land:

Township 11 North, Range 57 West, 6th P.M., Weld County, Colorado
Section 15: SW/4SE/4(location for Twomile #15-1033H wellsite).

This Memorandum of Surface Use and Damage Agreement is executed by Owner and Operator and placed of record in Weld County, Colorado for the purpose of placing all persons on notice of the existence of the Agreement.

In witness whereof this instrument is executed effective the 10th day of November, 2011.

OWNER : Colorado Cattle Company LLC


By: Thomas G. Carr, a/k/a Tom Carr, as a Managing Member


By: Darcy J. Carr, a/k/a Darcy Carr, as a Managing Member

OPERATOR: Whiting Oil and Gas Corporation


By: David M. Seery, Vice President - Land

STATE OF NEBRASKA

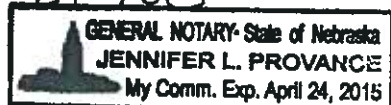
COUNTY OF KIMBALL

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared **Thomas G. Carr, a/k/a Tom Carr** and **Darcy J. Carr, a/k/a Darcy Carr**, to me known to be the identical persons who subscribed the name of the maker thereof to the foregoing instrument as its **Managing Members** and acknowledged to me that **they** executed the same as the free and voluntary act and deed of such limited liability company, for the use and purposes therein set forth.

Given under my hand and seal of office, this the 10th day of November, 2011.

My Commission Expires:

4-24-2015




Notary Public:

Address:

704 S. Webster St.

Kimball Ne 69145

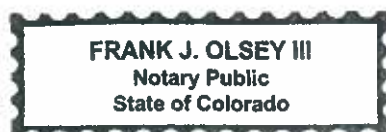
STATE OF COLORADO

COUNTY OF DENVER

BEFORE ME, the undersigned authority, a Notary Public, on this day personally appeared **David M. Seery**, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument as its **Vice President - Land**, and acknowledged to me that **he** executed the same as the free and voluntary act and deed of such corporation, for the use and purposes therein set forth.

Given under my hand and seal of office, this the 28th day of November, 2011.

My Commission Expires: 8-31-2014




Notary Public:

Address:

DENVER, CO.